

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**Ref. Docket No. 47**

**NOTICE OF FILING REVISED PROPOSED (A) ORDER  
(I) APPROVING BIDDING PROCEDURES IN CONNECTION WITH THE  
SALE OF THE DEBTORS' ASSETS AND RELATED BID PROTECTIONS,  
(II) APPROVING FORM AND MANNER OF NOTICE, (III) SCHEDULING  
AUCTION AND SALE HEARING, (IV) AUTHORIZING PROCEDURES GOVERNING  
ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS  
AND UNEXPIRED LEASES, AND (V) GRANTING RELATED  
RELIEF; AND (B) BIDDING PROCEDURES**

**PLEASE TAKE NOTICE** that, on December 7, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtors’ Assets and Related Bid Protections, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) an Order (I) Approving Purchase Agreements, and (II) Authorizing a Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests* [Docket No. 47] (the “Motion”). A proposed form of order was attached to the Motion as Exhibit A (the “Proposed Order”) and the Debtors’ proposed bidding procedures were attached to the Proposed Order as Annex 1 (the “Bidding Procedures”).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

**PLEASE TAKE FURTHER NOTICE** that, since filing the Motion, the Debtors have made certain revisions to the Proposed Order and the Bidding Procedures to reflect comments received from the Official Committee of Unsecured Creditors, as reflected in the documents attached hereto as **Exhibits 1** and **2** (the “Revised Bidding Procedures Documents”). For the convenience of the Court and interested parties, blacklines reflecting the changes to the Proposed Order and Bidding Procedures are attached hereto as **Exhibits 3-A** and **3-B**.

**PLEASE TAKE FURTHER NOTICE** that the Motion is currently scheduled to be heard on December 22, 2022 at 10:00 a.m. (ET) (the “Hearing”). The Debtors will present the Revised Bidding Procedures Documents for the Court’s consideration at the Hearing, and reserve the right to revise same in all respects prior to or at the Hearing.

*[Signature page follows]*

Dated: December 22, 2022  
Wilmington, Delaware

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